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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:
	:
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	:
	:
	:
<b>Debtors.<sup>1</sup></b>	:
-----X	

**Chapter 11  
Case No. 18-23538 (RDD)  
(Jointly Administered)**

**NOTICE OF AGENDA OF MATTERS  
SCHEDULED FOR HEARING ON JULY 23, 2019 AT 10:00 A.M.**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.). (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Location of Hearing: United States Bankruptcy Court for the Southern District of New York,  
before the Honorable Robert D. Drain, United States Bankruptcy Judge,  
300 Quarropas Street, White Plains, New York 10601

**I. CONTESTED MATTERS - DEBTORS' 3012 MOTION:**

1. The Debtors' Motion to Strike Second-Lien Holders' Experts in Connection with July 23, 2019, Hearing on Rule 507(b) Determination **[ECF No. 4568]**

Status: This matter is going forward on a contested basis.

2. Motion of Cyrus Capital Partners, L.P., ESL Investments, Inc. and Wilmington Trust, National Association in Limine to Exclude Certain Testimony and Strike Certain Portions of the Declarations by the Debtors' Fact Witness Brian Griffith **[ECF No. 4564]**

Related Document:

- A. Declaration of Katherine R. Lynch in Support of the Motion **[ECF No. 4566]**

Status: This matter is going forward on a contested basis.

3. Debtors' Motion to Estimate Certain 507(b) Claims for Reserve Purposes **[ECF No. 4034]**

Response Deadline: July 18, 2019 at 8:00 p.m.

Debtors' Pleadings:

- A. Debtors' (I) Opposition to Second-Lien Holders' Requests to Determine Amount of Second-Lien Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims and (II) Reply in Support of Debtors' Rule 3012 Motion to Determine the Amount, if any, of 507(b) Claims and to Surcharge Second-Lien Collateral Pursuant to Section 506(c) **[ECF No. 4381]**
- B. The Debtors' Supplemental Brief on Expert Discovery and in Further Support of (I) Opposition to Second-Lien Holders' Requests to Determine Amount of Second-Lien Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims and (II) Reply in Support of the Debtors' Rule 3012 Motion to Determine the Amount, if any, of 507(b) Claims and to Surcharge Second-Lien Collateral Pursuant to Section 506(c) **[ECF No. 4565]**

Official Committee of Unsecured Creditors' Pleadings:

- C. The Creditors' Committee's (I) Qualified Joinder to the Debtors' Objection to the Second Lien Parties' Requests to Determine Claims Under Section 506(a) and Section 507(b) and Reply in Support of the Debtors' Rule 3012 Motion and (II) Supplemental Objection to the Second Lien Parties' Request to Determine Claims Under Section 506(a) and Section 507(b) (REDACTED) **[ECF No. 4385]**
- D. The Creditors' Committee's (I) Qualified Joinder to the Debtors' Objection to the Second Lien Parties' Requests to Determine Claims Under Section 506(a) and Section 507(b) and Reply in Support of Debtors' Rule 3012 Motion and (II) Supplemental Objection to the Second Lien Parties' Request to Determine the Claims Under Section 506(a) and Section 507(b) **[ECF No. 4538]**

Second Lien Holders' Pleadings:

- E. Common Memorandum of Law on Behalf of the Second Lien Parties: (A) In Support of Their Requests to Determine the Amount of Their Second Lien Secured Claims Under Section 506(a) and Their Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; and (B) In Opposition to Debtors' Motion to Surcharge Their Collateral Pursuant to Section 506(c) **[ECF No. 4272]**
- F. Supplemental Memorandum of Law on Behalf of ESL Investments, Inc. in Support of Its Requests to Determine the Amount of its Second Lien Secured Claims Under Section 506(a) and its Section 507(b) Administrative Claims pursuant to Bankruptcy Rule 3012; and In Opposition to the Debtors' Motion to Surcharge Its Collateral Pursuant to Section 506(c) **[ECF No. 4273]**
- G. Motion of Cyrus Capital Partners, L.P. for Leave to File Under Seal (1) Memorandum of Law In Support of Cyrus Capital Partners, L.P. to Determine the Amount of Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012 and In Opposition to Debtors' Request to Surcharge Collateral Pursuant to Section 506(c) and (2) Expert Report of Marti P. Murray **[ECF No. 4274]**
- H. ESL's Demand for Payment **[ECF No. 4276]**
- I. Cyrus' Request for Payment **[ECF No. 4278]**
- J. Memorandum of Law in Support of Request of Cyrus Capital

Partners, L.P. to Determine the Amount of Secured Claims under Section 506(a) and Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012 and in Opposition to Debtors' Request to Surcharge Collateral Pursuant to Section 506(c) **[ECF No. 4313]**

- K. Common Reply Memorandum of Law on Behalf of the Second Lien Parties: (a) in Further Support of Their Requests to Determine the Amount of Their Second Lien Secured Claims Under Section 506(a) and Their Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; and (b) in Opposition to Debtors' Motion to Surcharge Their Collateral Pursuant to Section 506(c) **[ECF No. 4439]**
- L. Supplemental Reply Memorandum of Law on Behalf of ESL Investments, Inc. in Further Support of Its Request to Determine the Amount of Its Second Lien Secured Claims Under Section 506(a) and Its Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; and in Opposition to the Debtors' Motion to Surcharge Its Collateral Pursuant to Section 506(c) **[ECF No. 4440]**
- M. Supplemental Reply Memorandum of Law in Further Support of the Request of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent for Payment of an Administrative Expense Pursuant to 11 U.S.C. § 503(a) With Priority Over All Other Administrative Expenses Pursuant to 11 U.S.C. § 507(a) and For Allowing of A Secured Claim to the Extent of Remaining Collateral Pursuant to 11 U.S.C. § 506(a) (Corrected) **[ECF No. 4445]**
- N. Common Supplemental Brief of the Second Lien Parties Addressing Discovery: (A) In Connection with Their Requests to Determine the Amount of Their Second Lien Secured Claims Under Section 506(a) and Their Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; and (B) In Opposition to Debtors' Motion to Surcharge Their Collateral Pursuant to Section 506(c) **[ECF No. 4570]**
- O. Request of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent for Payment of an Administrative Expense Pursuant to 11 U.S.C. § 503(a) With Priority Over All Other Administrative Expenses Pursuant to 11 U.S.C. § 507(b) and For Allowance of a Secured Claim to the Extent of Remaining Collateral Pursuant to 11 U.S.C. § 506(a) (unredacted version of Dkt. No. 4279) **[ECF No. 4586]**
- P. Supplemental Memorandum of Law of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent, (I) In

Support of Motion Pursuant to Bankruptcy Rule 3012 for Determination of Amount of Secured Claim Pursuant to 11 U.S.C. § 506(a) and Amount of Claim Entitled to Priority Pursuant to 11 U.S.C. § 507(b) and (II) In Opposition to the Debtors Motion Pursuant to 11 U.S.C. § 506(c) (unredacted version of Dkt. No. 4280) **[ECF No. 4587]**

Debtors Evidence In Support:

- Q. Declaration of Brian J. Griffith in Support of Debtors' Motion to Estimate Certain 507(b) Claims for Reserve Purposes **[ECF No. 4035]**
- R. Supplemental Declaration of Brian J. Griffith in Support of the Debtors' (I) Opposition to Second-Lien Holders' Requests to Determine Amount of Second-Lien Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims and (II) Reply in Support of Debtors' Rule 3012 Motion to Determine the Amount, if any, of 507(b) Claims and to Surcharge Second-Lien Collateral Pursuant to Section 506(c) **[ECF No. 4382]**
- S. Declaration of Brandon Aebersold **[ECF No. 4383]**
- T. Second Supplemental Declaration of Brian J. Griffith in Support of the Debtors' Supplemental Brief on Expert Discovery and in Further Support of (I) Opposition to Second-Lien Holders' Requests to Determine Amount of Second-Lien Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims and (II) Reply in Support of the Debtors' Rule 3012 Motion to Determine the Amount, if any, of 507(b) Claims and to Surcharge Second-Lien Collateral Pursuant to Section 506(c) **[ECF No. 4567]**

Second Lien Holders Evidence In Support:

- U. Declaration of Katherine R. Lynch on Behalf of ESL Investments, Inc. in Support of The Second Lien Parties' Requests to Determine the Amount of Their Second Lien Secured Claims Under Section 506(a) and Their Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; and In Opposition to Debtors' Motion to Surcharge Its Collateral Pursuant to Section 506(c), with Exhibits 1 to 25 **[ECF No. 4275]**
- V. Motion of ESL Investment, Inc. for Leave to File Under Seal Expert Report of David M. Schulte in Support of Supplemental Memorandum of Law On Behalf of ESL Investments, Inc. in Support of Its Requests to Determine the Amount of Its Second Lien Secured Claims Under Section 506(a) and Its Section 507(b)

Administrative Claims Pursuant to Bankruptcy Rule 3012; and in Opposition to the Debtors' Motion to Surcharge Its Collateral Pursuant to Section 506(c), with Exhibit 1 [ECF No. 4277]

- W. Expert Report of David M. Schulte in Support of Supplemental Memorandum of Law on Behalf of ESL Investments, Inc. in Support of Its Requests to Determine the Amount of Its Second Lien Secured Claims under Section 506(a) and Its Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; and In Opposition to The Debtors' Motion to Surcharge Its Collateral Pursuant to Section 506(c) [REDACTED] [ECF No. 4286]
- X. Expert Report of Marti P. Murray in Support of Memorandum of Law in Support of Request of Cyrus Capital Partners, L.P. to Determine the Amount of Secured Claims under Section 506(a) and Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012 and in Opposition to Debtors' Request to Surcharge Collateral Pursuant to Section 506(c) [ECF No. 4314]
- Y. Expert Report of David M. Schulte in Support of Supplemental Memorandum of Law on Behalf of ESL Investments, Inc. in Support of its Requests to Determine the Amount of its Second Lien Secured Claims Under Section 506(a) and its Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; and in Opposition to the Debtors' Motion to Surcharge its Collateral Pursuant to Section 506(c) [ECF No. 4372]
- Z. Declaration of David M. Schulte in Support of ESL's Requests to Determine the Amount of Its Second Lien Secured Claims Under Section 506(a) and Its Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012 and ESL's Joinder to the Motion of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent to Prohibit or Condition Debtors' Continued Use of Collateral, Including Case Collateral; and in Opposition to the Debtors' Motion to Surcharge ESL's Collateral Pursuant to Section 506(c), dated July 18, 2019, with Exhibits A-D [ECF No. 4569]
- AA. Declaration of Marti P. Murray in Support of Cyrus Capital Partners, L.P.'s Request to Determine the Amount of Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012 and In Opposition to Debtors' Request to Surcharge Collateral Pursuant to Section 506(c) [ECF No. 4571]
- BB. Declaration of William Henrich (I) in Support of the Request of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent For Payment of An Administrative Expense

Pursuant to 11 U.S.C. § 503(a) With Priority Over All Other Administrative Expenses Pursuant to 11 U.S.C. Section 507(b) and For Allowance of a Secured Claim to the Extent of Remaining Collateral Pursuant to 11 U.S.C. Section 506(a) [Dkt. No. 4279] and (II) In Opposition to the Debtors Motion Pursuant to 11 U.S.C. Section 506(c) **[ECF No. 4573]**

Related Documents:

- CC. Letter to Hon. Robert D. Drain from Thomas J. Moloney Re: Debtors' Motion to Estimate Certain 507(b) Claims for Reserve Purposes **[ECF No. 4067]**
- DD. Corrected Statement of OZ Master Fund, Ltd. to the Stipulation and Order Concerning the Resolution of Certain Section 507(b) Claims **[ECF No. 4179]**
- EE. Stipulation and Order By and Among Sears Holdings Corporation and Wilmington Trust, National Association, Cyrus Capital Partners, L.P. and ESL Investments, Inc. and certain of its affiliated entities (including JPP,LLC and JPP II,LLC) Concerning the Resolution of Certain Section 507(b) Claims **[ECF No. 4316]**
- FF. Stipulated Facts by and among the Debtors, Wilmington Trust, ESL and Cyrus **[ECF No. 4563]**

Status: This matter is going forward on a contested basis.

- 4. Motion of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent to Prohibit or Condition Debtors' Continued Use of Collateral, Including Cash Collateral **[ECF No. 3050]**

Response Deadline: April 11, 2019 at 4:00 p.m.

Responses Filed:

- A. Debtors' Objection to Motion of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent to Prohibit or Condition Debtors' Continued Use of Collateral, Including Cash Collateral **[ECF No. 3198]**
- B. Reply to Motion Reply in Further Support of the Motion of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent to Prohibit or Condition Debtors' Continued Use of Collateral, Including Cash Collateral **[ECF No. 3267]**

Related Pleadings:

- C. Stipulation and Order Concerning Debtors' Continuing Use of Cash Collateral **[ECF No. 4287]**
- D. Declaration of Edward M. Fox in Support of the Motion of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent to Prohibit or Condition Debtors' Continued Use of Collateral, Including Cash Collateral **[ECF No. 3051]**
- E. Joinder of ESL Investments, Inc. to Motion of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent to Prohibit or Condition Debtors' Continued Use of Collateral, Including Cash Collateral, dated April 11, 2019 **[ECF No. 3134]**
- F. Declaration of Katherine E. Lynch in Support of Joinder of ESL Investments, Inc. to Motion of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent to Prohibit or Condition Debtors' Continued Use of Collateral, Including Cash Collateral, dated April 11, 2019, with Exhibits A-C **[ECF No. 3135]**
- G. Joinder of Cyrus Capital Partners, L.P. to Motion of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent to Prohibit or Condition Debtors' Continued Use of Collateral, Including Cash Collateral **[ECF No. 3142]**

Status: Per the Court's prior statements on this matter, this matter will be resolved as a result of the Court's ruling on the Agenda matter No. 3. Accordingly, at Wilmington Trust, National Association's request, the Debtors have add this matter to the agenda.

Dated: July 22, 2019  
New York, New York

/s/ Ray C. Schrock, P.C.  
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